

# ASSET PURCHASE AGREEMENT

DATED: June 28, 2011

by and among

**FLORIDA TESTING SERVICES, LLC,**

a Florida corporation  
("Seller"),

Eduardo Builes and

Maria Builes  
("Owners"),

and

**PACE ANALYTICAL SERVICES, INC.,**

a Minnesota corporation,  
("Purchaser")

## ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("Agreement") is made and entered into as of June ~~28~~<sup>28</sup>, 2011, by and among Pace Analytical Services, Inc., a corporation duly-organized and validly existing under the laws of the State of Minnesota with its principal office for the transaction of business at 1700 Elm Street, Suite 200, Minneapolis, Minnesota 55414 (the "Purchaser"), Florida Testing Services, LLC, a limited liability company duly-organized and validly existing under the laws of the State of Florida, with its principal office for the transaction of business at 3231 N.W. 7<sup>th</sup> Avenue, Boca Raton, Florida 33431 (the "Seller"), and Eduardo Builes and Maria Builes (individually, an "Owner" and collectively, the "Owners"). Purchaser, Seller and Owners may sometimes be referred to in this Agreement, individually, as a "Party" and, collectively, as the "Parties."

### Recitals

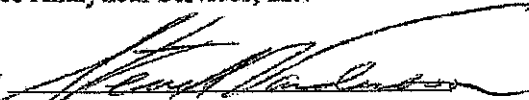
- A. Owners own all of the membership interests in Seller.
- B. Seller is engaged in the business of providing laboratory analytical services under the assumed name of "Xenco Laboratories" at its primary facility located at 3231 N.W. 7<sup>th</sup> Avenue, Boca Raton, Florida 33431 (the "Boca Raton Facility") and at a service center located at 14100 Palmetto Frontage Road, Miami Lakes, Florida 33016 (the "Miami Lakes Facility"), which collectively constitute the "South Florida Business") of Seller. The South Florida Business and the Seller's other operations in Tampa, Lakeland, and Orlando, Florida and its operations in Norcross, Georgia (collectively the "Central Florida and Norcross Labs") collectively constitute the "Business" of Seller.
- C. Seller desires to sell and assign and Purchaser desires to purchase substantially all of the assets and rights and to assume certain of the Liabilities (as hereinafter defined) relating to

IN WITNESS WHEREOF, the Parties hereto have caused this Asset Purchase Agreement to be executed by duly authorized representatives as of the day, month and year first above written.

**PURCHASER:**

Pace Analytical Services, Inc.

By



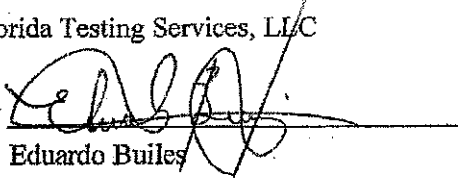
Steve A. Vanderboom

Its President

**SELLER:**

Florida Testing Services, LLC

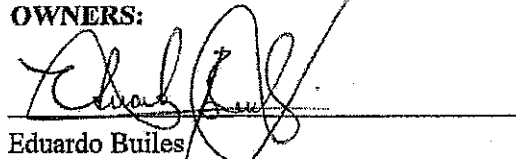
By



Eduardo Builes

Its President

**OWNERS:**



Eduardo Builes



Maria Builes